

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

December 18, 2003

IN RE:

**PETITION FOR AUTHORITY TO TRANSFER CONTROL
OR OWNERSHIP OF NUI TELECOM, INC. TO
TELECOM ACQUISITION COMPANY, LLC**

)
)
)
)
)

**DOCKET NO.
03-00577**

ORDER APPROVING TRANSFER OF AUTHORITY

This matter came before Chairman Deborah Taylor Tate, Director Pat Miller, and Director Sara Kyle of the Tennessee Regulatory Authority (the "TRA" or "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on November 24, 2003 for consideration of the *Petition for Authority to Transfer Control* ("Petition") of NUI Telecom, Inc. ("NUI Tel") for TRA approval of a transfer of authority to provide telecommunications services required under Tenn. Code Ann. § 65-4-113.

Tenn. Code Ann. § 65-4-113

Tenn. Code Ann. § 65-4-113 requires a public utility to obtain TRA approval to transfer its authority to provide utility services (also known as a "certificate of public convenience and necessity" or "CCN"). Tenn. Code Ann. § 65-4-113(a) reads as follows:

No public utility, as defined in § 65-4-101, shall transfer all or any part of its authority to provide utility services, derived from its certificate of public convenience and necessity issued by the authority, to any individual, partnership, corporation or other entity without first obtaining the approval of the authority.

Tenn. Code Ann. § 65-4-113(b) provides the standards by which the TRA shall consider an application for transfer of authority, in pertinent part, as follows:

Upon petition for approval of the transfer of authority to provide utility services, the authority shall take into consideration all relevant factors, including, but not limited to, the suitability, the financial responsibility, and capability of the proposed transferee to perform efficiently the utility services to be transferred and the benefit to the consuming public to be gained from the transfer. . . .

The Petition

In the *Petition*, which was filed with the TRA on October 30, 2003, NUI Tel outlines a transaction through which Telecom Acquisition Company, LLC ("TAC") will purchase all of the outstanding stock of NUI Tel from the Company's current owner, NUI Capital Corp. ("NUI Cap"). Upon completion of the transaction, NUI Tel will continue to be the holder of its CCN and the actual provider of telecommunications services, but TAC will become the new parent company of NUI Tel and the ultimate owner of NUI Tel's CCN. Since the transaction will result in an indirect transfer of NUI Tel's CCN to provide telecommunications services granted by the TRA on March 28, 2003 in Docket No. 03-00066, NUI Tel is seeking the TRA's approval.

According to the *Petition*, TAC is a privately held limited liability company financially qualified to acquire control of NUI Tel and its business. TAC was organized in May 2003 by Richard Boudria, who organized NUI Tel in April 1994 and then sold the Company to NUI Cap in April 2000. NUI Tel represents that, under its new ownership, the Company will be led by the same team of well-qualified telecommunications professionals and will have access to the necessary financial resources to introduce new products and services in order to remain competitive in the telecommunications industry, to the ultimate benefit of its customers.

NUI Tel contends that the change in ownership will enhance the Company's ability to compete in the market for telecommunications services and will be transparent to NUI Tel's customers as there will be no change in the operating authority, tariff, or name under which services will be provided.

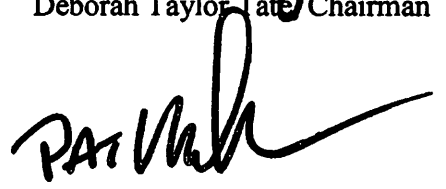
The November 24, 2003 Authority Conference

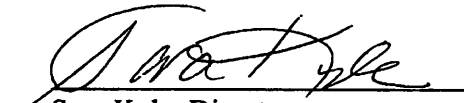
At the November 24, 2003 Authority Conference, the Directors voted unanimously to approve the *Petition*.

IT IS THEREFORE ORDERED THAT:

The proposed indirect transfer of NUI Tel's CCN as described in the *Petition* and discussed herein is approved.


Deborah Taylor Tate, Chairman


Pat Miller, Director


Sara Kyle, Director